

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW HAMPSHIRE**

IN RE SMARTFORCE PLC
SECURITIES LITIGATION

NO. 02-CV-544-B

**CHIEF JUDGE PAUL J.
BARBADORO**

THIS DOCUMENT RELATES TO:
ALL ACTIONS

**FINAL JUDGMENT AWARDING ATTORNEYS' FEES AND
REIMBURSEMENT OF EXPENSES**

The Court having held the Final Approval Hearing on November 21, 2005 and having considered all prior proceedings in the Action and all submissions made in connection with the proposed Settlement;

NOW, THEREFORE, it is ORDERED, ADJUDGED and DECREED that:

1. The Court has jurisdiction over the subject matter of the Action and over all parties to the Action, including all Class members.

2. Plaintiffs' Lead Counsel are awarded attorneys' fees equivalent to 20 % of the Settlement Fund. This fee shall be awarded as provided in the Stipulation of Settlement With Defendants Ernst & Young, Chartered Accountants and Ernst & Young LLP, dated August 31, 2005 (the "Stipulation") together with interest earned on the Settlement Fund from the date of the deposit to the date of payment. Plaintiffs' Lead Counsel shall in their sole discretion, allocate the award of attorneys' fees to Class Counsel in the amounts Plaintiffs' Lead Counsel deem appropriate based

upon the work performed and contribution made to the litigation of the Action by the non-lead counsel.

3. Plaintiffs' Lead Counsel are further awarded \$ 57,612.75 as reimbursement for reasonable out-of-pocket expenses incurred in the prosecution of this Action, to be paid out of the Settlement Fund.

4. The foregoing awards of fees and expenses shall be paid out of the Settlement Fund and distributed at the times and in the manner provided in the Stipulation.

5. Without affecting the finality of this Final Judgment, the Court hereby retains exclusive jurisdiction over the Action and the parties to the Settlement for all matters related to this Action, including the administration, interpretation, effectuation or enforcement of the Stipulation and this Judgment, and including any application for fees and expenses incurred in connection with the administration and distribution of the Settlement Fund to the Class.

DATED: November 21, 2005

/s/ Paul Barbadoro
PAUL J. BARBADORO, U.S.D.J.

cc: Counsel of Record

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